



Norfolk Southern Corporation
Law Department
3 Commercial Place
Norfolk, Virginia 23510-2191

RECORDATION NO

FILED 1425

MAR 9 1989 9 45 AM

INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial Number

(804) 629-2818

March 6, 1989

9-067A011

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of February 16, 1989. The primary document to which this is connected is recorded under Recordation No. 7326.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, PA 19104

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Railroad's Identifying Marks and Road Numbers (both inclusive)</u> |
|----------------------------|--------------------------------|-----------------------|---|
| 148 | 89'4" Flatcars | FA | NW 410000 - 410093, 412000 - 412053 |
| 291 | 89'4" Flatcars | FA | NW 420000 - 420290 |
| 14 | 100-ton Boxcars | XL | NW 600630 - 600643 |

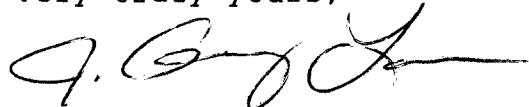
| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Railroad's Identifying Marks and Road Numbers (both inclusive)</u> |
|----------------------------|-----------------------------------|-----------------------|---|
| 30 | 100-ton Boxcars | XP | NW 600600 - 600629 |
| 254 | 100-ton Covered Hopper Cars | LO | NW 177692 - 177945 |
| 3 | Diesel locomotives type U-30-C | C-C | NW 8000 - 8002 |

A fee of \$13.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated February 16, 1989, to terminate Equipment Trust Agreement with Recordation No. 7326, dated February 1, 1974 and covering 148 flatcars numbered 410000-410093 and 412000-412053, 291 flatcars numbered 420000-420290, 14 boxcars numbered 600630-600643, 30 boxcars numbered 600600-600629, 254 covered hopper cars numbered 177692-177945, and 3 diesel locomotives numbered 8000-8002.

Very truly yours,



J. Gary Lane
General Attorney

JGL/dps

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

3/10/89

OFFICE OF THE SECRETARY

J. Gary Lane

General Attorney

Norfolk Southern Corporation

Law Dept.

3 Commercial Place

Norfolk, Virginia 23510 2191

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S. 11303, on 3/9/89 at 9:45am, and assigned recordation number(s).

7326-D

Sincerely yours,

Nesta L. McGee

Secretary

Enclosure(s)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES X

RECORDATION NO. 7326 FILE

RELEASE AND SATISFACTION AND BILL OF SALE

MAR 9 1989

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank N.A. (formerly The First Pennsylvania Banking and Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of February 1, 1974, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series X (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Corporate Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 16th day of FEBRUARY, 1989.

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

By: George J. Raynis
Corporate Trust Officer

ATTEST:

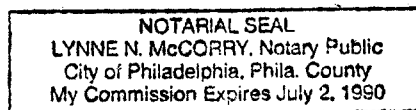
William A. Buchanan
Assistant Secretary

COMMONWEALTH OF *Pennsylvania*)
COUNTY OF *Philadelphia*) ss.:

On this *16th* day of *February*, 1989, before me a Notary Public, personally appeared *George J. Razzis*, to me personally known, who, being by me duly sworn, says he is a *Corporate Trust Officer* of First Pennsylvania Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry

Notary Public



My Commission expires: